

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION**

IN RE:

**JEFFERSON COUNTY, ALABAMA,
a political subdivision of the State of
Alabama,**

Debtor.

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Case No. 11-5736-TBB-9

Chapter 9 Proceeding

**ORDER GRANTING THE EMERGENCY MOTION OF SYNCORA
GUARANTEE INC. FOR ADEQUATE PROTECTION OR, IN
THE ALTERNATIVE, RELIEF FROM THE AUTOMATIC STAY**

THIS MATTER came before the Court for consideration on *The Emergency Motion Of Syncora Guarantee Inc. for Adequate Protection or, in the Alternative, Relief From the Automatic Stay* (the “Motion”)¹ filed by Syncora Guarantee Inc. (“Syncora”) requesting entry of an order authorizing and directing Jefferson County, Alabama, a political subdivision of the State of Alabama (the “Debtor” or the “County”), as a form of adequate protection, (i) to transfer a sufficient sum of System Revenues to the Indenture Trustee for the purpose of maintaining current Debt Service Payments on the Warrants and (ii) to provide access and rights of inspection to the Debtor’s books and records to ensure that all System Revenues (as defined below) are properly accounted for pending further order of the Court. Based on the pleadings of record, the record of any hearing on the Motion, the arguments and representations of counsel, all other matters brought before the Court, and for good cause shown, the Court finds, determines and concludes that notice of the relief requested in the Motion was good and sufficient under the particular circumstances; the relief sought in the Motion is in the best interests of the Debtor, its

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

creditors, and all parties in interest; the legal and factual grounds set forth in the Motion establish just cause for the relief herein; and based on the findings of fact and conclusions of law stated on the record, it is hereby **ORDERED, ADJUDGED and DECREED** as follows:

1. The Motion is **GRANTED**.

2. As a form of adequate protection, until further order of this Court, the Debtor is authorized and directed to transfer sufficient sum of System Revenues to the Indenture Trustee in order to ensure that the Indenture Trustee continues to make regularly scheduled Debt Service Payments to the Warrantholders, without drawing on the Syncora Surety or any other Surety in the Reserve Fund.

3. As an additional form of adequate protection, the Debtor is directed to provide the Indenture Trustee and other parties-in-interest complete access and rights of inspection to the Debtor's financial books and records as it relates to the System, System Revenues and Operating Expenses in order to ensure that all System Revenues are properly accounted for pending further order of the Court.

4. This Order is expressly without prejudice to all rights and remedies of Syncora and all other parties-in-interest under the Bankruptcy Code, the Indenture and any related agreements and applicable law; all rights of which are expressly reserved.

5. This Order is without prejudice to the rights of the County pursuant to Section 904 of the Bankruptcy Code, and nothing herein is intended as or shall be deemed to constitute the County's consent pursuant to Section 904 of the Bankruptcy Code to this Court's interference with (1) any of the political or governmental powers of the County, (2) any of the property or

revenues of the County, or (3) the County's use or enjoyment of any income-producing property.

Dated: February __, 2012

Thomas B. Bennett
UNITED STATES BANKRUPTCY JUDGE